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*Counsel for the Board of Each of PG&E Corporation
and Pacific Gas and Electric Company and for
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION
REGARDING FIFTH MONTHLY FEE
STATEMENT OF SIMPSON THACHER &
BARTLETT LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF AUGUST 1, 2019
THROUGH AUGUST 31, 2019**

Re: Docket No. 4521

Objection Deadline: November 20, 2019
4:00 pm (Pacific Time)

On October 30, 2019, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Petition Date (as defined below) (each an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Fifth Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period August 1, 2019 through August 31, 2019*, pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the “**Interim Procedures Order**”).

The Fifth Monthly Fee Statement was served as described in the *Certificate of Service* of Sonia Akter [Docket No. 4567]. The deadline to file responses or oppositions to the Fifth Monthly Fee Statement was November 20, 2019 at 4:00 pm (PT). On November 20, an objection was filed by the Public Employees Retirement Association of New Mexico objecting to a portion of Simpson Thacher’s fees totaling \$5,003.00 [Docket No. 4822] (the “**PERA Objection**”).¹ No other oppositions or responses have been filed with the Court or received by Simpson Thacher. Pursuant to the Interim Compensation Order, the Debtors are authorized to pay Simpson Thacher eighty percent (80%) of the remaining fees that are not subject to an objection and one hundred percent (100%) of the expenses requested in the Fifth Monthly Fee Statement upon the filing of this certification without the need for a further order of the Court. A summary of the fees and expenses sought by Simpson Thacher is annexed hereto as **Exhibit A**.

¹ Simpson Thacher does not agree with the assertions made in the PERA Objection and reserves all rights to dispute the PERA Objection, and any future objections made on similar grounds, either before or in connection with any hearing to consider the applicable interim fee applications.

1 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,
2 that:

3 1. I am a counsel at the law firm Simpson Thacher & Bartlett LLP, counsel
4 to the Board and the Independent Directors.

5 2. I certify that I have reviewed or caused the review of the Court's docket in
6 these chapter 11 cases and that Simpson Thacher has not received any response or opposition to
7 the Fifth Monthly Fee Statement other than the PERA Objection.

8 3. This declaration was executed in Palo Alto, California.
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11 **SIMPSON THACHER & BARTLETT LLP**

12 Dated: November 22, 2019
13 Palo Alto, California

/s/ Jonathan Sanders
Jonathan Sanders (No. 228785)

*Counsel for the Board of Each of PG&E
Corporation and Pacific Gas and Electric
Company and for Certain Current and
Former Independent Directors*